

RECORDATION NO. 30533 FILED

NOV 29 '12 -4 21 PM

SURFACE TRANSPORTATION BOARD



FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847.318.7575
Fax 847 318 7588
www.firstunionrail.com

VIA UPS NEXT DAY AIR

November 28, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated September 1, 2012 a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018

Lessee: W.R. Grace & Co -Conn.
7500 Grace Drive
Columbia, MD 21044

A description of the railroad equipment covered by the enclosed document is for twenty-six (26) hopper cars having FURX, NAHX and NDYX marks (see Exhibit A for car numbers)

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$42 00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Senior Documentation Specialist

Enclosure

(GRDA016)

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ASSGN NO.: GRDA016

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of September, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and W. R. Grace & Co -Conn. ("Lessee"), a Connecticut corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 1, 2012, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 1, 2012, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written

LESSOR.

FIRST UNION RAIL CORPORATION

By: [Signature]Name: JOHN J. THOMASTitle: PRESIDENT

ATTEST:

By: [Signature]Name: GEORGIA FREIBURGERTitle: MGR. OF DOCUMENTATIONExecuted on this 12th day of November, 2012

[CORPORATE SEAL]

STATE OF IllinoisCOUNTY OF Cook

I, Janice L. Enolva, a Notary Public of the County and State aforesaid, certify that John J. Thomas personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

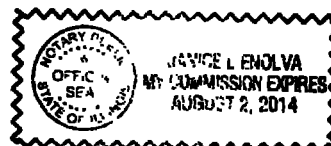
WITNESS my hand and official stamp or seal, this 12th day of November, 2012.

Janice L. Enolva
Notary Public

My Commission Expires:

8-2-2014

(Notary Public)



LESSEE:

W. R. GRACE & CO.-CONN.

ATTEST.

By: [Signature]

Name: Angela Wilkinson

Title: Senior Corporate Counsel

By: [Signature]

Name: President, Catalyst Technology ^{ES} _{12/12/12}

Title: _____

Executed on this 23rd day of October, 2012.

[CORPORATE SEAL]

STATE OF MARYLAND

COUNTY OF Queen Anne's

I, Angela Wilkinson, a Notary Public of the County and State aforesaid, certify that Shawn Abrams personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease

WITNESS my hand and official stamp or seal, this 23rd day of October, 2012

[Signature]
Notary Public

Commission Expires

(Notary Public)

ANGELA M. WILKINSON
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires February 25, 2015

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-six (26)

DESCRIPTION OF CARS: Covered Hopper Cars.

CAR NUMBERS: *NAHX cars to be remarked to NDYX

FURX	893807
FURX	893831
FURX	894111
FURX	894148
FURX	894193
FURX	894197
FURX	894219
NAHX	550418
NAHX	550419
NAHX	550420
NAHX	550421
NAHX	550422
NAHX	550423
NAHX	550424
NAHX	550425
NAHX	550426
NAHX	550427
NAHX	550428
NAHX	550429
NAHX	550430
NAHX	550448
NAHX	551300
NAHX	551301
NAHX	551491
NAHX	551546
NDYX	894114